

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

1200 19TH STREET, N.W.

SUITE 500

WASHINGTON, D.C. 20036

(202) 955-9600

NEW YORK, NY
TYSONS CORNER, VA
LOS ANGELES, CA
CHICAGO, IL
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PARSIPPANY, NJ

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FACSIMILE

(202) 955-9792

www.kelleydrye.com

DIRECT LINE (703) 918-2315

EMAIL wbrantl@kelleydrye.com

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FCC/INTEL/01

OCT 27 2003

October 27, 2003

Federal Communications Commission
Wireline Competition Bureau --CPD -- 214 Applications
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re. In the Matter of NUI TELECOM, INC. Application For Consent To Transfer Control Of
A Company Holding A Blanket Domestic Section 214 Authorization Pursuant To
Section 214 Of The Communications Act

To the Commission:

NUI Telecom, Inc., NUI Capital Corp and Telecom Acquisition Company, LLC hereby submit for filing an original and five (5) copies of their application for consent to the transfer of control of NUI Telecom, Inc. **The application fee for this filing has been paid earlier today via wire transfer to Mellon Bank in Pittsburgh.** A copy of Form 159 (Remittance Advice) and confirming documentation received from Mellon Bank are appended to the filing. The Parties have been unable to confirm with Staff whether, following wire transfer payment, this application still needs to be filed with the Pittsburgh address or, instead, directly with the Wireline Competition Bureau staff and therefore, we are submitting the application in both locations (as well as with the Secretary's Office/Billings and Collections Branch pursuant to instructions for wire transfer payments).

Enclosed as well is a duplicate of this filing. Please date-stamp the duplicate upon receipt and return it to the delivering courier. If there are any questions regarding this application, please do not hesitate to call me at (703) 918-2315. Thank you in advance for your assistance.

Sincerely,

Winafred R Brantl
Winafred R. Brantl

Enclosures

cc:

Wireline Competition Bureau
Office of the Secretary/Billings & Collections Branch

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of

NUI TELECOM, INC.

Application For Consent To Transfer
Control Of A Company Holding A
Blanket Domestic Section 214 Authorization
Pursuant To Section 214 Of The
Communications Act

File No. _____

APPLICATION FOR TRANSFER OF CONTROL

NUI Telecom, Inc. ("Company"), NUI Capital Corp. ("Transferor"), and Telecom Acquisition Company, LLC ("Transferee" or "TAC") (collectively, the "Parties"), pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act")¹ and Section 63.04 of the Commission's Rules,² hereby request the Commission's consent to the transfer of control of the Company to TAC.

Pursuant to Sections 63.04(a) of the Commission's Rules, the Parties set forth the following information in support of this Application:

- (1) The name, address, and telephone number of the Parties are as follows:

NUI Telecom, Inc. ("Company")
550 Route 202-206
Bedminster, NJ 07921-0760
Telephone: (908) 470-4700
Facsimile: (908) 470-4707

¹ 47 U.S.C. § 214.

² 47 CFR § 63.04.

NUI Capital Corp. ("Transferor")
550 Route 202-206
Bedminster, NJ 07921-0760
Telephone: (908) 470-4700
Facsimile: (908) 470-4707

Telephone Acquisition Company, LLC ("Transferee" or "TAC")
550 Route 202-206
Bedminster, NJ 07921
Telephone: (908) 470-4780
Facsimile: (908) 470-4707

- (2) The Company is a corporation organized under the laws of the State of New Jersey. Transferor is a corporation organized under the laws of the State of Delaware. TAC is a limited liability company organized under the laws of the State of New Jersey.
- (3) Correspondence concerning this Application should be sent to:

Patrick D. Crocker
Early, Lennon, Crocker & Bartosiewicz, P.L.C.
900 Comerica Building
Kalamazoo, MI 49007-4752
Phone (269) 381-8844
Fax (269) 381-8822

With copies to:

Winafred Brantl, Esq.
Joan M. Griffin, Esq.
KELLEY DRYE & WARREN LLP
8000 Towers Crescent Drive, Suite 1200
Vienna, VA 22182
Telephone: (703) 918-2300
Fax: (703) 918-2450
grifj@kelleydrye.com

- (4) Following consummation of the transfer of control of the Company, TAC will hold 100 percent of the ownership interests in the Company. TAC is a New Jersey limited liability company whose address is 550 Route 202-206, Bedminster, NJ 07921. The following entities will hold 10 percent or more of the ownership interest in the Company as a result of their ownership interests in TAC:

(a) Advance Capital Partners, LLC
1430 Route 206, Suite 100
Bedminster, NJ 07921
A New Jersey Limited Liability Company
Owns 43.5 percent of the equity of TAC
Principal business: Real estate holding company

The following persons own equity in Advance Capital Partners, LLC:
Peter John Cocoziello: 33 percent
Daniel Cocoziello: 33 percent
Alexander Cocoziello: 33 percent

Address for all three:
6 Old Farm Lane
Oldwick, NJ 08858

All three equity holders are US citizens, with principal businesses in real estate.

(b) JADM Partners, LP
1 Manor Hill Drive
Mendham, NJ 07945
A New Jersey Limited Partnership
Owns 43.5 percent of the equity of TAC
Principal business: investment

The Nacchio Family 2000 Trust (Richard Nacchio, Trustee), holds 98 percent of the partnership interests in JADM Partners, LP. The address of the Nacchio Family 2000 Trust is 1 Manor Hill Drive, Mendham, NJ 07945. The Nacchio Family 2000 Trust is a U.S. citizen whose principal business is investments.

(c) Richard Boudria
Telecom Acquisition Company, LLC
550 Route 202-206
Bedminster, NJ 07921-0760
Owns 13 percent of the equity of TAC
Mr. Boudria is a U.S. Citizen.
Mr. Boudria's principal business is telecommunications management. He is currently President of the Company.

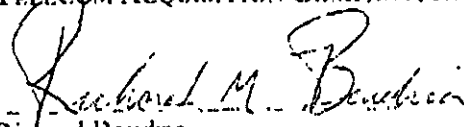
- (5) As evidenced by the signatures to this Application, the Parties certify that no party to this Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (6) The transaction is the sale of all of the issued stock of the Company by the Transferor to TAC. Neither the Transferor nor TAC is an authorized telecommunications provider. The present intent of TAC is to continue the Company name, personnel, operations, services and prices as they currently exist. Changes may be made in the future if determined to be necessary or appropriate. Customers of the Company will continue to receive quality service and reasonable prices. The Company will continue to operate as a non-dominant carrier.
- (7) The Company is a non-dominant carrier that provides intrastate, interstate and international long distance services through the resale of purchased services from various facilities-based carriers. The Company is authorized by the FCC to offer domestic interstate and international services in fifty (50) states and the District of Columbia as a non-dominant carrier. Neither the Transferee nor the Transferor provide telecommunications services.
- (8) The streamlined processing procedures set forth in Section 63.03 of the Commission's Rules are presumed to apply to this Application because this Application satisfies the criteria set forth in Section 63.03(b)(1), *i.e.*, the Transferee is not a telecommunications services provider.
- (9) A Section 63.24 international transfer of control application is being filed concurrently with the submission of this Application.
- (10) The Parties are not requesting special consideration because one or more of the Parties is facing imminent business failure.
- (11) No separately filed waiver requests are being sought in connection with the proposed transaction.
- (12) Grant of the Application will serve the public interest because by TAC brings qualified management and the possibility of additional capital to the Company to allow access to newer products and continued quality services at reasonable prices. Grant of this Application will allow the Transferor to exit the telecommunications business in an orderly fashion. At the same time, no anticompetitive effects will result from the grant of this Application. The Company will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions. No competitors are eliminated as a result of the sale of the Company's stock to the Transferee.

For the foregoing reasons, the Parties respectfully request that the Commission grant this Application for consent to the transfer of the Company as expeditiously as possible.

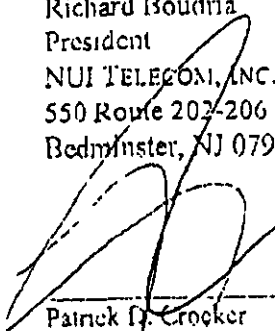
Respectfully submitted,

Winifred Brantl, Esq
Joan M. Griffin, Esq
KILLY DRYE & WARREN LLP
8000 Towers Crescent Drive, Suite 1200
Vienna, VA 22182
Applicants' Attorneys

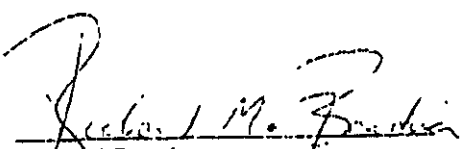
NUI TELECOM, INC.
NUI CAPITAL CORP.
TELECOM ACQUISITION COMPANY, LLC



Richard Boudina
President
NUI TELECOM, INC.
550 Route 202-206
Bedminster, NJ 07921-0760



Patrick D. Crocker
NUI CAPITAL CORP. Counsel
EARLY, LENNON, CROCKER & BARTOSIEWICZ PLLC
900 Comerica Building
Kalamazoo, MI 49007-4752



Richard Boudina
Member
TELECOM ACQUISITION COMPANY, LLC
550 Route 202-206
Bedminster, NJ 07921

OCT 27, 2003

The fee for this application was paid Monday, October 27, 2003 via wire transfer.
Form 159 (Remittance Advice) and wire transfer documentation is appended.

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

ATTORNEYS AT LAW
900 COMERICA BUILDING
KALAMAZOO, MICHIGAN 49007-4751
TELEPHONE (269) 381-8844
FAX (269) 381-8822

GEORGE H. LENNON
DAVID G. CROCKER
MICHAEL B. O'CONNOR
HAROLD K. FISCHER, JR.
LAWRENCE M. DRYNTER
GORDON C. MILLER
GARY F. BARTOSIEWICZ
BLAKE D. CROCKER
ROBERT M. TAYLOR
RON W. KIMMEL
PATRICK D. CROCKER
ANDREW J. VOHRICH
TYNEN R. CLUNY
STEVEN M. BROWN
KRISTIN L. GETTING

OF COUNSEL
THOMPSON BLINNETT
JOHN T. PETERS, JR.
VINCENT T. EARLY
(1912 - 1981)
JOSEPH J. BURGIV
(1914 - 1977)

October 27, 2003

Mellon Bank
Pittsburgh, PA
Attention: Wire Processing Transfers
Fax # 412-209-6045

RE: Attached Form 159 Remittance Advice - WIRE TRANSFER TO FOLLOW

Pursuant to Federal Communications Commission procedures, appended is the remittance advice form for an application to be filed today with the Wireline Competition Bureau (Section 214 domestic transfer of control application) on behalf of Telecom Acquisition Company, LLC, the acquiring entity. The submission address for this application is:

Federal Communications Commission
Wireline Competition Bureau - CPD - 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

A wire transfer in the amount of \$860 to cover the application filing fee will be sent within the hour. If there is any problem with this transfer or questions regarding the payment generally, please contact Patrick Crocker at (269) 381-8844 as soon as possible.

Very truly yours,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

Patrick D. Crocker

PDC/bmc

enc

WIRE TRANSFER- PROCESSING FEE PAYMENT

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDINGFEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVISEApproved by CMO
3050-0510
Page 1 of 1

(1) LOCKBOX # 358145		SECTION A - PAYER INFORMATION	
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Early, Lannon, Crocker & Bartosiewicz, P.L.C.		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$860.00	
(4) STREET ADDRESS LINE NO. 1 900 Comerica Building			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Kalamazoo		(7) STATE MI	(8) ZIP CODE 49007
(9) DAYTIME TELEPHONE NUMBER (include area code) 269-381-88XX		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FNM) REQUIRED			
(11) PAYER ID (FNM) 0005053046		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION C BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Telephone Acquisition Company, LLC			
(14) STREET ADDRESS LINE NO. 1 550 Route 202-206			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Bedminster		(17) STATE NJ	(18) ZIP CODE 07921
(19) DAYTIME TELEPHONE NUMBER (include area code) 908-470-4780		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FNM) REQUIRED			
(21) APPLICANT ID (FNM) 0009778885		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$860.00	(27A) TOTAL FEE \$860.00	(28A) FCC CODE 1	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	(28B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Patrick D. Crocker</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE		DATE <u>10-27-03</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the services described herein.			
SIGNATURE _____		DATE _____	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)